

BIG COUNTRY SOCCER ASSOCIATION - BYLAWS

ARTICLE I: GENERAL

1.1 Purpose – These Bylaws relate to the general conduct of the affairs of Big Country Soccer Association (BCSA), a Society incorporated under the *Alberta Societies Act*. The BCSA shall be affiliated with and under the jurisdiction of the Alberta Soccer Association, and the Canadian Soccer Association, and shall be subject to the rules and regulations of those bodies.

1.2 Definitions - The following terms have these meanings in these Bylaws:

- a) *Act* – the *Alberta Societies Act*, as amended from time to time and any legislation that may be substituted therefore.
- b) *Association* – Big Country Soccer Association.
- c) *Auditor* – an individual appointed by the Members at the Annual General Meeting to audit the books, accounts, and records of the Association for a report to the Members at the Annual General Meeting.
- d) *Board* – the Board of Directors of the Association.
- e) *Days* – will mean days irrespective of weekends and holidays.
- f) *Director* – an individual elected or appointed to serve on the Board pursuant to these Bylaws.
- g) *Officer* – the President, Vice-President, Treasurer and Secretary who have been elected or appointed pursuant to these Bylaws.
- h) *Ordinary Resolution* – a resolution passed by not less than a majority of the votes cast at a meeting of the Board, meeting of a Committee, or a meeting of Members.
- i) *Registrar* - means the Registrar of Corporations or a Deputy Registrar of Corporations appointed under section 263 of the *Alberta Business Corporations Act*;
- j) *Special Resolution* –
 - i. A resolution passed by no less than three-fourths (3/4) of the members who being entitled to do so, vote at a meeting of Members for which at least fourteen (14) days' notice has been given specifying the intention of the resolution; or
 - ii. A resolution consented to in writing by 100% of the Members entitled to vote at a Members meeting to vote on the resolution.

1.3 Head Office – The head office of the Association will be located at all times within the Province of Alberta as determined by the Directors by ordinary resolution. The Association may establish other offices or places of business as determined by the Directors. Any amendment to the location of the head office will be notified to the Registrar in accordance with the Act (currently within fifteen days after any change in the place or address of its head office).

1.4 No Gain for Members – The Association will be carried on without the purpose of gain for its Members and any profits or other accretions to the Association will be used in promoting its objectives.

1.5 Ruling on Bylaws – Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Association.

1.6 Conduct of Meetings – Unless otherwise specified in the Act or these Bylaws, meetings of Members and meetings of the Board will be conducted according to Roberts Rules of Order (current edition).

1.7 Interpretation – Word importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate.

1.8 Headings – The headings used in the Bylaws are inserted for convenience of reference only.

ARTICLE II: MEMBERSHIP Classes of Membership

2.1 Classes – The Association has one (1) class of membership, referred to as “Ordinary Members”. Ordinary members will consist of any community soccer association, league or club located within the district of the Association, subject to the approval of the Association and continued good standing within the Association.

Qualifications for Membership

2.2 An organized community soccer association, league or club consisting of members whose main objective is the instruction and/or participation in competitive and/or recreational soccer, who has applied for membership, has agreed to abide by the Association’s bylaws, policies, rules and regulations and is registered with the Association.

Admission of Members

2.3 Admission of Members - No association, league or club will be admitted as a Member of the Association unless:

- a) The candidate member has made an application for membership in a manner prescribed by the Association;
- b) The candidate member has agreed to comply with these bylaws, policies, procedures, rules and regulations of the Association;
- c) If the candidate is currently a Member at the time of applying for membership, the candidate member is a Member in Good Standing as defined herein, unless approved otherwise by the Board;
- d) If the candidate member was at any time previously a Member, the candidate member was a Member in Good Standing at the time of ceasing to be a Member, unless approved otherwise by the Board;
- e) The candidate member has been approved by majority vote as a member by the Board or by any committee or individual delegated this authority by the Board; and
- f) The candidate member has paid dues as prescribed by the Board.
- g) Member candidates shall attend all meetings called by the Association and/or have a delegated member attend on their behalf as described in these Bylaws.

Membership Duration and Dues

2.4 Year - Unless otherwise determined by the Board, the membership year of the Association will be May 1st to April 31st.

2.5 Duration – Membership is accorded on an annual basis and all Members will apply for membership each year.

2.6 Dues – Membership dues for all Members will be determined annually by the Board and submitted to the Association no later than May 1st. All monies owing to the Association shall be due and payable within thirty (30) days of invoicing, unless otherwise stipulated. Penalties for late payments or non-payment of monies owed shall be as established by the Board, in accordance with these by-laws. Memberships dues shall be based on a levy on each registered player and/or team.

Withdrawal and Termination of Membership

2.7 Resignation – A Member may resign by delivering written notice of such resignation to the Secretary or the Head Office of the Association, which resignation will take effect upon delivery.

2.8 May Not Resign – A Member may not resign from the Association when the Member is subject to disciplinary investigation or action of the Association.

2.9 Arrears – A Member may be expelled from the Association by way of ordinary resolution of the Board of Directors for failing to pay membership dues or money owed to the Association by the deadline dates prescribed by the Association or otherwise fails to comply with all other registration policies of the Association.

2.10 Discipline – In addition to expulsion for failure to pay membership dues, a Member may be suspended or expelled from the Association in accordance with the Association’s policies and procedures relating to Code of Conduct and Discipline of Members.

2.11 **Removal** – A Member may be removed by Special Resolution of the voting Members present at an Annual General Meeting or Special Meeting, provided the Member has been given proper notice of and the opportunity to be present and to be heard at such a meeting.

Good Standing

2.12 **Definition** – A Member of the Association will be in good standing provided that the Member:

- a) Has not ceased to be a Member;
- b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- c) Has completed and remitted all documents as required by the Association;
- d) Has complied with the Bylaws, policies, procedures, rules and regulations of the Association;
- e) Is not subject to a disciplinary investigation or action by the Association, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- f) Had paid all required membership dues.

2.13 **Privileges** – Subject to these Bylaws and other governing documents of the Association, Members in good standing may be entitled to the following privileges:

- a) To hold office, subject to these Bylaws;
- b) To vote, subject to these Bylaws.
- c) To attend and participate in the meetings and affairs of the Association, subject to these Bylaws;
- d) Participate in sanctioned competitions/activities, training camps, or clinics of the Association; and
- e) Participate in other events associated with the Association.

2.14 **Cease to be in Good Standing** - Members who cease to be in good standing may have privileges suspended and will not be entitled to vote at meetings of Members and, where the Member is a Director, at meetings of Directors, and where the Member is a Committee Member, at meetings of Committees, or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

ARTICLE III MEETINGS OF MEMBERS

3.1 **Types of Meetings** – Meetings of Members will include Annual General Meetings and Special Meetings.

3.2 **Special General Meeting** - A Special General Meeting of the Members may be called at any time by the President, by the Board or upon the written requisition of a majority (50% plus 1) or more of the voting Members of the Association. No less than fourteen (14) days’ notice will be given to all voting Members entitled to receive notice of and attend such a meeting. Agenda of special meetings will be limited to the subject matter for which the meeting was duly called. The Association shall file every “Special Resolution” passed by the Association with the Registrar of Companies in accordance with the *Act*.

3.3 **Location and Date** - The Association will hold meetings of Members at such date, time and place as determined by the Board. The Annual General Meeting will be held each calendar year no later than November 30.

3.4 **Notice** - Notice of Annual General Meetings of Members will be posted on the Association’s Website at least thirty (30) days prior to the date of the meeting and written notice, including electronic notice (e-mails) will be given to all voting Members at least thirty (30) days prior to the date of the meeting. Notice will contain a proposed agenda and reasonable information to permit Members to make informed decisions.

3.5 **Adjournment** – Any meetings of Members may be adjourned to any time and place as determined by the Board and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice will be required for any adjourned meeting.

3.6 **Agenda** – The agenda for the Annual General Meeting will at least include:

- a) Call to order
- b) Establishment of Quorum
- c) Appointment of Scrutineers
- d) Approval of the Agenda

- e) Declaration of any Conflicts of Interest
- f) Adoption of Minutes of the previous Annual Meeting
- g) Board, Committee and Staff Reports
- h) Budget Approval
- i) Report of Auditors
- j) Appointment of Auditors
- k) Business as specified in the meeting notice
- l) Amendments to By-laws and Rules
- m) Election of new Directors
- n) Adjournment

3.7 New Business - Any Member who wishes to have new business placed on the agenda of a meeting will give written notice to the Association at least seventy-two (72) hours in advance of the meeting date or upon the sole discretion of the President or designate.

3.8 Quorum – A majority (50% plus 1) of the voting Members will constitute a quorum.

3.9 Quorum (not achieved) – If within 1 hour from the time appointed for all general meetings a quorum is not present, it shall stand adjourned to the same day in the next week, at the same time and place and if at such adjournment meeting a quorum is not present, the members present shall be a quorum.

3.10 Open Meetings – Meetings of Members will be open to the public however only BCSA Members in Good Standing shall be entitled to vote, in person or by proxy.

Voting at Meetings of Members

3.11 Voting Privileges – Each Ordinary Member will appoint a Delegate in accordance with Section 3.11, who shall attend and participate in meetings of members, and who is entitled to one (1) vote on behalf of the member.

3.12 Delegates – The name of a Delegate will be communicated to the Association in writing, seven (7) days prior to the meeting of members. Delegates must be eighteen (18) years of age and older and a member in good standing of their Association, Club or League Member.

3.13 Scrutineers - At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

3.14 Proxy Voting – Members may vote by Proxy if:

- a) The proxy is designated to a voting Member Delegate;
- b) The Member notified the Association in writing prior to the Members meeting of an appointment of a proxy holder who is also a voting Member Delegate;
- c) The proxy is received by the Association prior to the start of the meeting;
- d) The proxy clearly states the date of the specific meeting; and
- e) The proxy clearly states to whom the proxy is given.

3.15 Maximum Number of Proxies – No Individual Member will hold more than one (1) proxy votes.

3.16 Determination of Votes - Votes will be determined by a show of hands, in writing, or orally unless a secret or recorded ballot is requested by the majority of those Members voting.

3.17 Majority of Votes - Except as otherwise provided in the Act or these Bylaws, the majority of votes of Members present who vote will decide each issue. In the case of a tie, the President shall have the deciding vote.

3.18 Planning Meetings - Shall be called from occasionally at the discretion of the board. These meetings are informational based for upcoming seasonal play, to inform or discuss with attending membership. These meetings may include but are not limited to team declarations, fee due dates, days and times of age group play, fields availability, coach /player/referee training dates and locations. These meetings do not require voting, therefore no

quorum is required to proceed. Minutes produced from these meetings will be delivered to all members within 7 days of said meeting.

ARTICLE IV: GOVERNANCE

Composition of the Board

- 4.1 Directors – The Board will consist of five (5) to seven (7) Directors, which is comprised of the following:
- a) President
 - b) Vice President
 - c) Treasurer
 - d) Secretary
 - e) 1-3 Directors at Large (optional)

Election of Directors

4.2 Eligibility - Any individual who is eighteen (18) years of age or older, who has the power under law to contract, and is a member of the Association in good standing may be nominated for election as a Director. No paid employee of this Association, or any affiliated Association, League or Club will be eligible to sit as an elected Director of this Association, or the association which employs him/her.

4.3 Nominating Committee – The Board may appoint a Nominating Committee, which will be comprised of three individuals appointed by the Board of Directors. The Nominating Committee will be responsible to solicit nominations for the election of the Directors and may nominate additional candidates for the election of Directors at Large.

- 4.4 Nomination - Any nomination of an individual for election as a Director will:
- a) Include the written consent of the nominee by signed signature;
 - b) Include a cover letter and resume of the nominee;
 - c) Be submitted to the Head Office of the Association seven (7) days prior to the Annual General Meeting.

4.5 Nominations from the Floor – Nominations for elections of a Director may be accepted from the floor.

4.6 Incumbents – Individuals currently on the Board of Directors wishing to be re-elected are not subject to nomination but must notify the Nominating Committee seven days before the election of their interest for re-election.

4.7 Circulation of Nominations - Valid nominations will be circulated to voting Members at the Annual General Meeting prior to the elections. Consenting nominees must be in attendance at the Annual General Meeting in order to be properly elected.

Election of Directors

- 4.8 Election – The election of the Directors will take place as follows:
- a) Two (2) Directors - The President and Secretary will be elected by the voting members at the Annual General Meeting held in even numbered years. The Board, at their discretion, may appoint up to one (1) Director at large.
 - b) Two (2) Directors - The Vice President and Treasurer will be elected by the voting members at the Annual General Meeting held in odd numbered years. The Board, at their discretion, may appoint up to one (1) Director at large.
- 4.9 Decision – Elections will be decided by the voting Members in accordance with the following:
- a) One Valid Nomination – Winner declared by acclamation.
 - b) Two or More Valid Nominations – Winner is the nominee receiving the greatest number of votes. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more than two nominees, the nominee receiving the fewest votes will be deleted from the list of nominees until their remains only two

nominees or a winner is declared. If only two nominees remain and there continues to be a tie, the winner will be decided by the Board of Directors by resolution.

Terms

4.10 Elected Directors Terms - Elected Directors will serve terms of two years and will hold office until their successors have been duly elected in accordance with these Bylaws, unless they resign, are removed from or vacate their office. Directors can serve no more than four (4) consecutive terms.

Resignation and Removal of Directors

4.11 Resignation - A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective the date on which the request is approved by the Board. Where a Director who is subject to a disciplinary investigation or action of the Association resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.12 Vacate Office - The office of any Director will be vacated automatically if:

- a) the Director is found by a court to be of unsound mind;
- b) the Director becomes bankrupt;
- c) the Director misses two (2) consecutive Board meetings without proper notification to the Board and approval of the President; and
- d) Upon the Director's death.

4.13 Removal - A Director may be removed by Special Resolution at a General Meeting or Special Meeting, provided the Director has been given notice of and the opportunity to be present and to be heard at such a meeting. If the Director is removed and holds a position as an Officer, the Director will automatically and simultaneously be removed from his position as an Officer.

4.14 Suspension - A Director may be suspended, pending the outcome of a discipline hearing in accordance with the Association's policies related to Discipline, by Special Resolution of the Board at a Board meeting, provided the Director has been given notice of and the opportunity to be heard at such a meeting.

Filling a Vacancy on the Board

4.15 Vacancy - Where the position of a Director becomes vacant for whatever reason, the Board may appoint a qualified individual to fill the vacancy until the next annual General Meeting of members.

Meetings of the Board

4.16 Call of Meeting - The meetings of the Board of Directors will be held at any time and place as determined by the President or a majority of the Board of Directors.

4.17 Notice - Written notice, served other than by mail, of Board Meetings will be given to all Directors at least forty-eight (48) hours prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No Notice of a meeting of the Board of Directors is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.

4.18 Number of Meetings - The Board will hold a minimum of four (4) meetings per year.

4.19 Quorum - At any meeting of the Board of Directors, quorum will consist of a majority (50% plus 1) of Directors holding office.

4.20 Voting - With the exception of the Past President, each Director is entitled to one (1) vote. The Past President is considered an ex-officio (non-voting) member of the Board. Voting will be by a show of hands, orally or by electronic ballot, unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favor of the resolution.

4.21 No Proxies - Directors may not vote via proxy at meetings of Directors.

4.22 Meetings - Meetings of the Board will be closed to Members and the public except by invitation of the Board.

4.23 Meetings by Telecommunications - A meeting of the Board may occur by teleconference provided either a majority of the Directors consent or the meeting has been approved by resolution passed by the Directors at a meeting of the Directors.

4.24 Meetings by Other Electronic Means – The Directors may meet by other electronic means that permits each Director to communicate adequately with each other provided that:

- a) The Directors have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically how security issues should be handled, the procedure for establishing quorum and recording votes;
- b) Each Director has equal access to the specific means of communications to be used;
- c) Each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

Powers of the Board

4.25 Powers - Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the Association and may delegate any of its powers, duties and functions. Without limiting the generality of the foregoing, the Board may:

- a) Implement policies, procedures and rules for managing the affairs of the Association;
- b) Implement policies, procedures and rules relating to the registration of members and shall have the authority to register members accordingly;
- c) Implement policies, procedures and rules relating to the discipline of members, and shall have the authority to discipline members accordingly;
- d) Implement policies, procedures and rules relating to the management of disputes within the Association and shall have the authority to deal with all disputes accordingly;
- e) Implement policies, procedures and rules relating to the direction and control of monies, funds, investments and securities of the Association and shall have the authority to manage these accordingly;
- f) Establish committees, appoint members of committees, and delegate any of its powers, duties and functions to any committee; and
- g) Appoint, engage or employ such persons as it deems necessary to carry out the work of the Association.

4.26 Borrowing Powers – For the purpose of carrying out its objects, the society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Association, and in no case shall debentures be issued without the sanction of a special resolution of the Association.

Validity of Acts of Directors

4.27 Validity of Acts of Directors – No act of the Board or a Director will be nullified if it is discovered after the fact that the Director was improperly appointed or elected.

ARTICLE V: OFFICERS

5.1 Composition – The Officers will be comprised of the President, Vice-President, Treasurer and Secretary. No Officer will hold more than one office.

5.2 Vacate Office – The position of an Officer will be vacated automatically if:

- a) The Officer is found by a court to be of unsound mind;
- b) The Officer becomes bankrupt;
- c) Upon the Officer's death.

5.3 Removal – An Officer may be removed by Special Resolution of the Board or by Special Resolution of the voting Members in a meeting, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is put to a vote. If the Officer is removed, their position as a Director will automatically and simultaneously be terminated.

5.4 Vacancy - Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Board Members, the Board may by Ordinary Resolution appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

5.5 Duties - The duties of the Officers are as follows:

- a) The President will:
 - i. Be responsible for the general supervision of the affairs and operations of the Association,
 - ii. Preside as Chair-Person at the Annual and General Meetings of the Association and at meetings of the Board unless an alternate Officer or Board Member has been appointed to Chair,
 - iii. Be the official spokesman of the Association,
 - iv. Oversee and supervise the staff,
 - v. Perform such other duties as may from time to time be established by the Board.
- b) The Vice-President will:
 - i. Support and assist the President in all duties,
 - ii. In the absence of the President, have the authority of and perform the duties of the President, and
 - iii. Perform such other duties as may from time to time be established by the Board.
- c) The Treasurer will ensure the:
 - i. Keeping of proper accounting records as required by the *Act*;
 - ii. Collecting and recording all dues and other funds received by the Association,
 - iii. Recording all checks for expenditures and retain cancelled checks and receipts,
 - iv. Depositing all monies received by the Association in the Association's bank account,
 - v. Supervising the management and the disbursement of funds of the Association,
 - vi. When required will provide the Board with an account of financial transactions and the financial position of the Association,
 - vii. Assisting in the Association's audit,
 - viii. Preparing and submit the Society Annual Return to Alberta Registries, and
 - ix. Performing such other duties as may from time to time be established by the Board.
- d) The Secretary will:
 - i. Be responsible for the documentation of all amendments to the Association's Bylaws,
 - ii. Ensure that all official documents and records of the Association are properly kept,
 - iii. Conduct the correspondences of the Board;
 - iv. Keep attendance records of all Board and Member meetings;
 - v. Keep an up-to-date list of registered members,
 - vi. Send out any notice requirements as described herein,
 - vii. Cause to be recorded the minutes of all meetings of Members, Board of Directors and Committees of the Association, and
 - viii. Perform such other duties as may from time to time be established by the Board.

5.6 Authority - The Officers will have the authority to oversee the implementation of Board policies during intervals between meetings of the Board, and will perform such other duties as are prescribed by these Bylaws or may be prescribed from time to time by the Board.

Committees

5.7 Appointment of Committees - The Board may appoint such committees as it deems necessary for managing the affairs of the Association and may appoint members of committees or provide for the election of members of committees, may prescribe the duties of committees, and may delegate to any committee any of its powers, duties, and functions except where prohibited by the Act or these Bylaws.

5.8 Quorum - A quorum for any committee will be the majority of its voting members.

5.9 Terms of Reference - The Board may establish the terms of reference and operating procedures for all Committees, and may delegate any of its powers, duties, or functions to any Committee.

5.10 Vacancy - When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

5.11 President Ex-officio - The President will be an *ex-officio* (non-voting) member of all Committees of the Association.

5.12 Removal - The Board may remove any member of any Committee.

5.13 Debts – No committee will have the authority to incur debts in the name of the Association.

Remuneration

5.14 No Remuneration - All Directors, Officers, and members of Committees will serve their term of office without remuneration except for reimbursement of reasonable expenses as approved by the Board.

Conflict of Interest

5.15 Conflict of Interest – A Director, Officer, or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Association will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE VI FINANCE AND MANAGEMENT

6.1 Fiscal Year – The fiscal year of the Association will be from October 1st to September 30th, or such other period as the Board may from time to time determine.

6.2 Bank - The banking business of the Association will be conducted at such financial institution as the Board may designate.

6.3 Auditors - At each Annual General Meeting the Members will appoint an auditor to audit the books, accounts, and records of the Association. The auditor will hold office until the next Annual Meeting. The auditor will not be an Employee or a Director of the Association. The audited financial statement shall be filed in accordance with the requirements of the Act. A copy of the Annual Financial Statement, together with the Auditor's report thereon, shall be forwarded to each Member in good standing, and the Officers of the Association, at least fourteen (14) days before the date fixed for the Annual General Meeting.

6.4 Books and Records - The necessary books and records of the Association required by these Bylaws or by applicable law will be necessarily and properly kept. The Books and records of the Association are open for inspection by the members at the head office of the Association upon 48 hours' notice during the Association's business hours.

6.5 Signing Authority – Signing authority to bind the Association will include any two of the following: the President, the Vice-President, Treasurer, or Secretary. The Board of Directors may authorize other persons to sign on behalf of the Corporation.

6.6 Property - The Association may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

6.7 Borrowing - The Association may borrow funds upon such terms and conditions as defined in these Bylaws.

ARTICLE VII AMENDMENT OF BYLAWS

7.1 Voting – These Bylaws may only be amended, revised, repealed, or added to by a Special Resolution of the voting Members present at a meeting duly called to amend, revise, or repeal these Bylaws. Upon affirmative vote

and registration in accordance with the Act, any amendments, revisions, addition, or deletions will be effective immediately.

7.2 Notice in Writing – Notice in writing is to be delivered to voting Members twenty-one (21) days or more prior to meeting at which it is to be considered at a Special or General Meeting.

ARTICLE VIII NOTICE

8.1 Written Notice - In these Bylaws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail courier, or other similar technologies so used in the future to the address of record of the Association, Director, or Member, as the case may be.

8.2 Date of Notice - Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five days after the date the mail is post-marked.

8.3 Error in Notice - The accidental omission to give notice of a Meeting of the Directors or the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

ARTICLE IX DISSOLUTION

9.1 Dissolution – In the event of dissolution, the Association will comply with the requirements of the *Act*.

ARTICLE X INDEMNIFICATION

10.1 Will Indemnify - The Association will indemnify and hold harmless out of the funds of the Association each Director and Executive Committee Officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.

10.2 Will Not Indemnify - The Association will not indemnify a Director or Executive Committee Officer or any other person for acts of fraud, dishonesty, or bad faith.

10.3 Insurance - The Association will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board of Directors.

ARTICLE XI ADOPTION OF THESE BYLAWS

11.1 Ratification – These Bylaws are ratified by a Special Resolution of the Members of the Association present and entitled to vote at a Meeting of Members duly called and held on March 12, 2014.

11.2 Repeal of Prior Bylaws - In ratifying these Bylaws, the Members of the Association repeal all prior Bylaws of the Association provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.

President

Secretary